

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF FILING OF REVISED EXHIBIT F
TO THE MASTER SALE AND PURCHASE AGREEMENT**

PLEASE TAKE NOTICE that on June 1, 2009, the Debtors filed a Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and FED. R. BANKR. P. 2002, 6004, and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing [Docket No. 92] (the "**Sale Motion**").

PLEASE TAKE FURTHER NOTICE that the Debtors filed a proposed Master Sale and Purchase Agreement (the "**MSPA**"), annexed to the Sale Motion as Exhibit A, including

Exhibit F thereto.

PLEASE TAKE FURTHER NOTICE that Exhibit F to the MSPA has been amended by letter agreement dated June 23, 2009. The letter agreement and Exhibit F, as amended, are attached hereto.

Dated: New York, New York
June 23, 2009

/s/ Stephen Karotkin
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

NGMCO, Inc.

June 23, 2009

General Motors Corporation
Saturn LLC
Saturn Distribution Corporation
Chevrolet-Saturn of Harlem, Inc.
300 Renaissance Center
Detroit, Michigan 48265-3000

Re: Designation of Certain Excluded Real Property

Gentlemen/Ladies:

Reference is hereby made to that certain Master Sale and Purchase Agreement dated as of June 1, 2009 (the "Agreement"), by and among General Motors Corporation, a Delaware corporation, Saturn LLC, a Delaware limited liability company, Saturn Distribution Corporation, a Delaware corporation, Chevrolet-Saturn of Harlem, Inc., a Delaware corporation and NGMCO, Inc., a Delaware corporation and successor-in-interest to Vehicle Acquisition Holdings LLC, a Delaware limited liability company ("Purchaser"). All capitalized terms used and not otherwise defined herein will have the respective meanings ascribed to such terms in the Agreement.

Pursuant to Section 6.5(a) of the Agreement, Purchaser hereby designates the following owned real property as "Excluded Real Property" to be added to **Exhibit F** of the Agreement:

	Site Name	Property Address	City	State	Zip
1.	GMVM - Shreveport Assembly	7600 General Motors Boulevard	Shreveport	LA	71129
2.	Stamping- Shreveport	7600 General Motors Boulevard	Shreveport	LA	71129

A revised **Exhibit F** to the Agreement is attached hereto as Annex 1 to reflect the addition of the above referenced owned real property. Except as specifically provided for in this letter, the Agreement shall remain unmodified and in full force and effect. This letter may be executed in one or more counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same letter. All signatures of the Parties may be transmitted by facsimile or electronic delivery, and each such facsimile signature or electronic delivery signature (including a pdf signature) will, for all purposes, be deemed to be the original signature of the Party whose signature it reproduces and be binding upon such Party.

[Signature Page Follows]

Very truly yours,

NGMCO, INC.

By: 

Name: Sadiq A. Malik

Title: Vice President and Treasurer

Annex 1

Revised Exhibit F to the Agreement

EXHIBIT F

CERTAIN EXCLUDED OWNED REAL PROPERTY

	Site Name	Property Address	City	State	Zip
1.	GMVM - Wilmington Assembly	801 Boxwood Road PO Box 1512 - 19899	Wilmington	DE	19804-2041
2.	Stamping - Indianapolis	340 White River Parkway West Drive South 50	Indianapolis	IN	46206
3.	GMPT - Flint North #5/#10/#81	902 E Hamilton Avenue	Flint	MI	48550
4.	GMPT - Livonia	12200 Middlebelt	Livonia	MI	48150
5.	GMVM - Pontiac Assembly	2100 S Opdyke Road	Pontiac	MI	48341
6.	Stamping - Pontiac North Campus ¹	220 East Columbia	Pontiac	MI	48340
7.	Stamping - Grand Rapids	300 36th Street SW	Wyoming	MI	49548-2107
8.	GMPT - Willow Run	2930 Ecorse Road	Ypsilanti	MI	48197-0935
9.	GMPT - Massena	Route 37 East	Massena	NY	13662-0460
10.	Stamping - Mansfield	2525 West Fourth Street PO Box 2567 - 44906	Mansfield	OH	44906-1269
11.	GMVM - Moraine Assembly ²	2601 West Stroop Road	Moraine	OH	45439
12.	GMPT - Parma Complex ³	5400 Chevrolet Boulevard PO Box 30098	Parma	OH	44130
13.	Stamping - Pittsburgh	1451 Lebanon School Road	West Mifflin	PA	15122
14.	GMPT - Fredericksburg	11032 Tidewater Trail	Fredericksburg	VA	22408
15.	GMVM - Shreveport Assembly	7600 General Motors Boulevard	Shreveport	LA	71129
16.	Stamping- Shreveport	7600 General Motors Boulevard	Shreveport	LA	71129

¹ Does not include Plant #14 and the real property underlying Plant #14 and associated utilities for stamping and Powertrain facilities, which is part of the Transferred Real Property.

² Does not include the GMPT - Moraine (DMAX) improvements and associated real property, which is part of the Transferred Real Property.

³ Does not include the GMVM - Parma Stamping improvements and associated real property, which is part of the Transferred Real Property.